

3/13



UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL	
OMB Number:	3235-0123
Expires:	February 28, 2010
Estimated average burden hours per response.....	12.00

**ANNUAL AUDITED REPORT  
FORM X-17A-5  
PART III**

SEC FILE NUMBER
8- 51062

**FACING PAGE**  
**Information Required of Brokers and Dealers Pursuant to Section 17 of the  
Securities Exchange Act of 1934 and Rule 17a-5 Thereunder**

REPORT FOR THE PERIOD BEGINNING 01/01/07 AND ENDING 12/31/2007  
MM/DD/YY MM/DD/YY

**A. REGISTRANT IDENTIFICATION**

NAME OF BROKER-DEALER: Tritaurian Capital, LLC

ADDRESS OF PRINCIPAL PLACE OF BUSINESS: (Do not use P.O. Box No.)

500 East 77th Street, Suite 902

OFFICIAL USE ONLY
FIRM I.D. NO.

New York, NY 10162  
(City) (State) (Zip Code)

NAME AND TELEPHONE NUMBER OF PERSON TO CONTACT IN REGARD TO THIS REPORT  
Jack Lubitz 516-994-0743  
(Area Code - Telephone Number)

**B. ACCOUNTANT IDENTIFICATION**

INDEPENDENT PUBLIC ACCOUNTANT whose opinion is contained in this Report\*

Weintraub & Associates, LLP

(Name - if individual, state last, first, middle name)

200 Mamaroneck Avenue, Suite 502 White Plains NY 10601  
(Address) (City) (State) (Zip Code)

CHECK ONE:

- ☒ Certified Public Accountant  
☐ Public Accountant  
☐ Accountant not resident in United States or any of its possessions.

PROCESSED

MAR 25 2008

THOMSON  
FINANCIAL

SEC  
Mail Processing  
Section

FEB 29 2008

Washington, DC

FOR OFFICIAL USE ONLY

101

\*Claims for exemption from the requirement that the annual report be covered by the opinion of an independent public accountant must be supported by a statement of facts and circumstances relied on as the basis for the exemption. See Section 240.17a-5(e)(2)

AB  
3/26

## OATH OR AFFIRMATION

I, William B. Heyn, swear (or affirm) that, to the best of my knowledge and belief the accompanying financial statement and supporting schedules pertaining to the firm of Tritaurian Capital, LLC, as of December 31, 2007, are true and correct. I further swear (or affirm) that neither the company nor any partner, proprietor, principal officer or director has any proprietary interest in any account classified solely as that of a customer, except as follows:

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

**Inez Cook**  
Notary Public  
State of New York  
Expire ~~10/27/2007~~ 2/26/2012  
King County  
Reg 01CA8100673

  
Notary Public

William B. Heyn  
Signature

President  
Title

This report \*\* contains (check all applicable boxes):

- ☒ (a) Facing Page.
- ☒ (b) Statement of Financial Condition.
- ☒ (c) Statement of Income (Loss).
- ☒ (d) Statement of ~~Changes in Financial Condition~~ Cash Flows.
- ☒ (e) Statement of Changes in Stockholders' Equity or Partners' or Sole Proprietors' Capital.
- ☐ (f) Statement of Changes in Liabilities Subordinated to Claims of Creditors.
- ☒ (g) Computation of Net Capital.
- ☐ (h) Computation for Determination of Reserve Requirements Pursuant to Rule 15c3-3.
- ☒ (i) Information Relating to the Possession or Control Requirements Under Rule 15c3-3.
- ☒ (j) A Reconciliation, including appropriate explanation of the Computation of Net Capital Under Rule 15c3-1 and the Computation for Determination of the Reserve Requirements Under Exhibit A of Rule 15c3-3.
- ☐ (k) A Reconciliation between the audited and unaudited Statements of Financial Condition with respect to methods of consolidation.
- ☐ (l) An Oath or Affirmation.
- ☐ (m) A copy of the SIPC Supplemental Report.
- ☐ (n) A report describing any material inadequacies found to exist or found to have existed since the date of the previous audit.

**\*\*For conditions of confidential treatment of certain portions of this filing, see section 240.17a-5(e)(3).**

**TRITAURIAN CAPITAL, LLC**  
**FINANCIAL STATEMENTS**  
**AND SUPPLEMENTARY SCHEDULES**  
**YEAR ENDED DECEMBER 31, 2007**

**SEC**  
**Mail Processing**  
**Section**

**FEB 29 2008**

**Washington, DC**  
**101**

**TRITAURIAN CAPITAL, LLC**  
**FINANCIAL STATEMENTS AND SUPPLEMENTARY SCHEDULES**  
**YEAR ENDED DECEMBER 31, 2007**

**CONTENTS**

	<b><u>PAGE</u></b>
Facing page to Form X-17A-5	1
Affirmation of President and Member	2
Independent Auditors' Report	3
FINANCIAL STATEMENTS:	
Statement of Financial Condition	4
Statement of Income (Loss)	5
Statement of Changes in Members Capital	6
Statement of Cash Flows	7
Notes to Financial Statements	8-9
SUPPLEMENTARY SCHEDULES:	
Information relating to the possession or control requirements under Rule 15c3-3	10
Computation of net capital pursuant to Rule 15c3-1	11
Independent auditors' report on internal control	12-13

# Weintraub & Associates, LLP

Certified Public Accountants

200 Mamaroneck Avenue  
Suite 502  
White Plains, New York 10601

## INDEPENDENT AUDITORS' REPORT

To the Managing Member of  
Tritaurian Capital, LLC  
New York, New York

We have audited the accompanying statement of financial condition of Tritaurian Capital, LLC as of December 31, 2007, and the related statements of income (loss), changes in members capital and cash flows for the year then ended that you are filing pursuant to Rule 17a-5 under the Securities Exchange Act of 1934. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audit.

We conducted our audit in accordance with generally accepted auditing standards as established by the Auditing Standards Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of Tritaurian Capital, LLC as of December 31, 2007, and the results of its operations and its cash flows for the year then ended in conformity with accounting principles generally accepted in the United States.

Our audit was conducted for the purpose of forming an opinion on the basic financial statements taken as a whole. The information contained in the supplementary schedules listed in the accompanying index is presented for purposes of additional analysis and is not a required part of the basic financial statements, but is supplementary information required by Rule 17a-5 under the Securities Exchange Act of 1934. Such information has been subjected to the auditing procedures applied in the audit of the basic financial statements and, in our opinion, is fairly stated in all material respects in relation to the basic financial statements taken as a whole.

**WEINTRAUB & ASSOCIATES, LLP**  
Certified Public Accountants

*Weintraub & Associates, LLP*

White Plains, New York  
February 26, 2008

TRITAURIAN CAPITAL, LLC

STATEMENT OF FINANCIAL CONDITION

DECEMBER 31, 2007

ASSETS

Cash in bank	\$ 33,612
Prepaid expenses	8,965
Deposit	<u>1</u>
Total Assets	<u>\$ 42,578</u>

LIABILITIES AND MEMBER'S CAPITAL

Liabilities:

Accounts payable and accrued expenses	\$ <u>-</u>
---------------------------------------	-------------

Member's Capital	<u>42,578</u>
------------------	---------------

Total Liabilities and Member's Capital	<u>\$ 42,578</u>
--	------------------

See accompanying notes to financial statements.

TRITAURIAN CAPITAL, LLC  
STATEMENT OF INCOME (LOSS)  
FOR THE YEAR ENDED DECEMBER 31, 2007

Revenues:

Commissions	\$ 1,698,000
Interest income	421
Other income	<u>35,000</u>
Total Revenues	<u>1,733,421</u>

Expenses:

Commission expense	1,190,000
Management fees	543,000
Regulatory fees	5,952
Professional fees	4,718
Other operating expenses	<u>450</u>
Total Expenses	<u>1,744,120</u>
Net Loss	(\$ <u>10,699</u> )

See accompanying notes to financial statements.

**TRITAURIAN CAPITAL, LLC**  
**STATEMENT OF CHANGES IN MEMBERS CAPITAL**  
**FOR THE YEAR ENDED DECEMBER 31, 2007**

Balance, January 1, 2007	\$ 43,876
Capital Contributed	50,100
Capital Withdrawal	( 40,699)
Net Loss	( <u>10,699</u> )
Balance, December 31, 2007	<u>\$ 42,578</u>

See accompanying notes to financial statements.



TRITAURIAN CAPITAL, LLC

STATEMENT OF CASH FLOWS

FOR THE YEAR ENDED DECEMBER 31, 2007

Cash Flows From Operating Activities:

Net Loss	( <u>\$ 10,699</u> )
Adjustments to reconcile net loss to net cash used in operating activities	
(Increase) decrease in operating assets:	
Prepaid expenses	( <u>7,679</u> )
Increase (decrease) in operating liabilities:	
Accounts payable and accrued expenses	( <u>542</u> )
Total Adjustments	( <u>8,221</u> )
Net Cash Used In Operating Activities	( <u>18,920</u> )

Cash Flows From Financing Activities:

Capital contributed	\$ 50,100	
Capital withdrawal	( <u>40,699</u> )	
Net Cash Provided By Financing Activities		<u>9,401</u>
Net Decrease in Cash	( <u>9,519</u> )	
Cash, Beginning of Year		<u>43,131</u>
Cash, End of Year		<u>\$ 33,612</u>

See accompanying notes to financial statements.

**TRITAURIAN CAPITAL, LLC**  
**NOTES TO FINANCIAL STATEMENTS**  
**DECEMBER 31, 2007**

**Note (1) - Nature of business:**

Tritaurian Capital, LLC (the "Company") is a broker-dealer registered with the Securities and Exchange Commission ("SEC"), and members of Financial Industry Regulatory Authority, Inc. ("FINRA") and the Securities Investor Protection Corp. ("SIPC"). The Company engages in (a) investment banking services limited to private placements of debt and equity instruments; (b) corporate investment advisory services, including advice on corporate finance, capital structure, mergers and acquisitions, corporate restructuring; (c) mutual fund retailing, selling of variable life insurance or annuities and real estate syndication.

The Company changed its name from Octagon Trading Group, LLC to its present form during an ownership change in 2007.

**Note (2) - Summary of significant accounting policies:**

**(A) Commission income:**

The Company recognizes commission income upon the successful completion of investment banking agreements.

**(B) Income taxes:**

The Company is a limited liability company and is considered a disregarded entity under the Internal Revenue Code. As such, the Company will not pay any income taxes, as any income or loss will be included in the income tax return of the parent company. Accordingly, no provision is made for income taxes in the financial statements.

As a limited liability company, the member's liability is limited to amounts reflected in their respective member account.

**(C) Cash and cash equivalents:**

For purposes of the Statement of Cash Flows, the Company considers all highly liquid debt instruments with an original maturity of three months or less to be cash equivalents. As of December 31, 2007, there were no cash equivalents.

**(D) Use of estimates:**

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the period. Actual results could vary from those estimates.

**TRITAURIAN CAPITAL, LLC**  
**NOTES TO FINANCIAL STATEMENTS**  
**(CONTINUED)**

**DECEMBER 31, 2007**

**Note (2) - Summary of significant accounting policies - cont'd:**

**(E) Concentration of credit risk:**

The Company executes, as agent, securities transactions on behalf of its customers. If either the customer or a counter-party fail to perform, the Company may sustain a loss if the market value of the security is different from the contract value of the transaction. The Company as a non-clearing broker does not handle any customer funds or securities. The responsibility for processing customer activity rests with the Company's clearing firm.

The Company maintains its cash in accounts that, at times, may exceed federally insured limits. The Company has not experienced any losses in such accounts and believes it is not exposed to any significant credit risk on cash and cash equivalents.

**Note (3) - Related party transactions:**

The Company paid management fees to Tritaurian Holding, LLC, the Company's 100% owner. The total amount paid and expensed during 2007 was \$543,000.

**Note (4) - Net capital requirement::**

As a registered broker-dealer, the Company is subject to the SEC's Uniform Net Capital Rule 15c3-1. The Rule requires that the Company maintain minimum net capital and requires that the ratio of aggregate indebtedness to net capital, both as defined, shall not exceed 15 to 1 (and that equity capital may not be withdrawn or cash dividends paid if the resulting net capital ratio would exceed 10 to 1). At December 31, 2007, the Company had net capital of \$33,005, which exceeded its requirement of \$5,000 by \$28,005. The Company had a percentage of aggregate indebtedness to net capital of 0.00% as of December 31, 2007.

**TRITAURIAN CAPITAL, LLC**

**COMPUTATION FOR DETERMINATION OF RESERVE REQUIREMENTS AND  
INFORMATION RELATING TO POSSESSION OR CONTROL REQUIREMENTS  
FOR BROKERS AND DEALERS PURSUANT TO RULE 15c3-3**

**DECEMBER 31, 2007**

The Company is exempt from the provisions of Rule 15c3-3 under the Securities Exchange Act of 1934 in that the Company's activities are limited to those set forth in the conditions for exemption appearing in Paragraph (k) (2) (ii) of that rule.

TRITAURIAN CAPITAL, LLC

COMPUTATION OF NET CAPITAL PURSUANT TO RULE 15c3-1

DECEMBER 31, 2007

Computation of Net Capital

Member's Capital	\$ 42,578
Non-allowable assets:	
Prepaid expenses	8,965
Deposits	<u>1</u>
Total non-allowable assets	<u>8,966</u>
Net capital before haircuts on proprietary positions	33,612
Haircuts	<u>607</u>
Net capital	33,005
Minimum net capital requirement - the greater of \$5,000 or 6-2/3% of aggregate indebtedness of \$ -0-	<u>5,000</u>
Excess net capital	<u>\$ 28,005</u>
Ratio of aggregate indebtedness to net capital	0.00 to 1
Schedule of aggregate indebtedness:	
Accounts payable and accrued expenses	\$ <u>-</u>
Total aggregate indebtedness	<u>\$ -</u>

Reconciliation with the Company's computation (included in Part IIA of Form X-17-a-5 as of December 31, 2007):

Net capital, as reported in the Company's Part IIA unaudited FOCUS report	\$ 33,005
Audit adjustments affecting non-allowable assets	-
Other audit adjustments	<u>-</u>
Net capital per above	<u>\$ 33,005</u>

**INDEPENDENT AUDITORS' REPORT**  
**ON INTERNAL CONTROL REQUIRED BY RULE 17a-5**

To the President of  
Tritaurian Capital, LLC  
New York, New York

In planning and performing our audit of the financial statements of Tritaurian Capital, LLC for the year ended December 31, 2007, we considered its internal control structure, including procedures for safeguarding securities, in order to determine our auditing procedures for the purpose of expressing our opinion on the financial statements and not to provide assurance on the internal control structure.

Also, as required by 17a-5(g)(1) of the Securities and Exchange Commission ("SEC"), we have made a study of the practices and procedures followed by the Company including tests of such practices and procedures that we consider relevant to the objectives stated in rule 17a-5(g) in making the periodic computations of aggregate indebtedness (or aggregate debits) and net capital under Rule 17a-3(a)(11) and for determining compliance with the exemptive provisions of Rule 15c3-3. Because the Company does not carry securities accounts for customers or perform custodial functions relating to customer securities, we did not review the practices and procedures followed by the Company in any of the following:

1. Making quarterly securities examinations, counts, verifications and comparisons.
2. Recordation of differences required by Rule 17a-13.
3. Complying with the requirements for prompt payment for securities under Section 8 of Federal Reserve Regulation T of the Board of Governors of the Federal Reserve System.

The management of the Company is responsible for establishing and maintaining an internal control structure and the practices and procedures referred to in the preceding paragraph. In fulfilling this responsibility, estimates and judgments by management are required to assess the expected benefits and related costs of internal control structure, policies and procedures and of the practices and procedures referred to in the preceding paragraph and to assess whether those practices and procedures can be expected to achieve the Commission's above-mentioned objectives. Two of the objectives of an internal control structure and the practices and procedures are to provide management with reasonable, but not absolute, assurance that assets for which the Company has responsibility are safeguarded against loss from unauthorized use or disposition and that transactions are executed in accordance with management's authorization and recorded properly to permit preparation of financial statements in conformity with generally accepted accounting principles. Rule 17a-5(g) lists additional objectives of the practices and procedures listed in the preceding paragraph.

# Weintraub & Associates, LLP

Certified Public Accountants

Because of the inherent limitations in any internal control structure or the practices and procedures referred to above, errors or fraud may occur and not be detected. Also, projection of any evaluation of them to future periods is subject to the risk that they may become inadequate because of changes in conditions or that the effectiveness of their design and operation may deteriorate.

Our consideration of the internal control structure would not necessarily disclose all matters in the internal control structure that might be material weaknesses under standards established by the American Institute of Certified Public Accountants. A material weakness is a condition in which the design or operation of the specific internal control structure elements does not reduce to a relatively low level the risk that errors or fraud in amounts that would be material in relation to the financial statements being audited may occur and not be detected within a timely period by employees in the normal course of performing their assigned functions. However, we noted no matters involving the internal control structure, including procedures for safeguarding securities, that we consider to be material weaknesses as defined above, except for the Company's deficiencies as noted by the FINRA during their periodic examination. The Company has corrected their procedures to comply with the FINRA's findings.

We understand that practices and procedures that accomplish the objectives referred to in the second paragraph of this report are considered by the Commission to be adequate for its purposes in accordance with the Securities Exchange Act of 1934 and related regulations, and that practices and procedures that do not accomplish such objectives in all material respects indicate a material inadequacy for such purposes. Based on this understanding and on our study, we believe that the Company's practices and procedures were adequate at December 31, 2007, to meet the Commission's objectives.

This report is intended solely for use of management, the Securities and Exchange Commission, the Financial Industry Regulatory Authority, Inc. and other regulatory agencies which rely on Rule 17a-5(g) under the Securities Exchange Act of 1934 and should not be used for any other purpose.

WEINTRAUB & ASSOCIATES, LLP  
Certified Public Accountants

*Weintraub & Associates, LLP*

White Plains, New York  
February 26, 2008

**END**